

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | : | Chapter 11 Case No. |
| | : | |
| GENERAL MOTORS CORP., et al., | : | 09-50026 (REG) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| -----X | | |

**SECOND OMNIBUS ORDER AUTHORIZING THE DEBTORS TO
REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion, dated June 12, 2009 (the “**Motion**”), of General Motors Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 365(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for authorization to reject certain unexpired leases (the “**Leases**”) listed on **Annex I** hereto, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM’s prepetition secured term loan agreement, (v) the attorneys for the agent under GM’s prepetition amended and restated secured

revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney’s Office, S.D.N.Y., (xiii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002, and (xiv) the counterparties to the Leases, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Leases listed on **Annex I** attached hereto, effective as of the respective date requested in the Motion and listed on **Annex I** attached hereto (the “**Rejection Date**”); and it is further

ORDERED that upon service of this Order upon the counterparties to the Leases, the Leases shall be deemed rejected, effective as of the Rejection Date; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York
July 1, 2009

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Annex I

Schedule of Leases to be Rejected

Phoenix, Arizona

| Landlord | Landlord Address | Property Location | Termination Date | Rejection Date |
|--|--|---|-------------------------|-----------------------|
| HUB Properties Trust c/o Reit Management & Research, LLC | P.O. Box 845911 Boston, MA 02284-5911 | 11201 North Tatum Boulevard Phoenix, AZ 85028 | 12/31/2012 | 6/30/2009 |

Bloomington, Minnesota

| Landlord | Landlord Address | Property Location | Termination Date | Rejection Date |
|--|--|--|-------------------------|-----------------------|
| Teachers Insurance and Annuity Association of America c/o United Properties LLC | 8400 Normandale Lake Blvd. Suite 320 Bloomington, MN 55437 | 8500 Normandale Lake Boulevard Bloomington MN 55437 | 3/31/2011 | 6/30/2009 |